

Company Number - 457170


**RISEDEN LIMITED
WRITTEN RESOLUTIONS**

**Pursuant to Section 381A
Companies Act 1985 (as amended)**

We the undersigned being the members of the above Company entitled to vote on the following Resolutions if they had been proposed at a General Meeting of the Company HEREBY RESOLVE to the intent that the same be effectual as if it had been passed at a General Meeting of the Company duly convened and held THAT:

SPECIAL RESOLUTION

1. That the Company approve the purchase of 7500 £1 Ordinary Shares from Helen Little for a total consideration of £180,225 as detailed on the attached Memorandum of Terms
2. That the Company approve the purchase of 7500 £1 Ordinary Shares from Barbara Rankin for a total consideration of £180,225 as detailed on the attached Memorandum of Terms.


LINDA M. HAMLING-NEUBOLD



RISEDEN LIMITED

MEMORANDUM OF TERMS FOR THE PURCHASE OF SHARES

Date of Proposed purchase: 18 February 2004

Vendor: Helen Little

Shares to be purchased: 7500 Ordinary Shares of £1 each

Consideration: £180,225

Date of Proposed purchase: 26 February 2004

Vendor: Barbara Rankin

Shares to be purchased: 7500 Ordinary Shares of £1 each

Consideration: £180,225